

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

American Eagle Delaware Holding Company
LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 22-10028 (JKS)

(Jointly Administered)

Re: Docket Nos. 65, 146 and 281

**CERTIFICATION OF COUNSEL REGARDING ORDER (I) APPROVING THE SALE
OF CERTAIN OF THE DEBTORS' ASSETS FREE AND CLEAR OF ALL LIENS,
CLAIMS, ENCUMBRANCES, AND INTERESTS, (II) AUTHORIZING THE
ASSUMPTION AND ASSIGNMENT OF CONTRACTS AND LEASES,
AND (III) GRANTING RELATED RELIEF**

I, Shanti M. Katona, Esq., of Polsinelli PC, counsel to the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), hereby certify and state as follows:

1. On January 20, 2022, the Debtors filed the *Motion of Debtors for Entry of (I) an Order (A) Approving Bid Procedures in Connection with the Potential Sale of Certain of the Debtors' Assets, (B) Scheduling an Auction and a Sale Hearing, (C) Approving the Form and Manner of Notice Thereof, (D) Authorizing the Debtors to Enter into a Stalking Horse Agreement, (E) Approving Bid Protections, (F) Approving Procedures for the Assumption and Assignment of Contracts and Leases, and (G) Granting Related Relief; and (II) an Order (A) Approving the Sale*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number are: American Eagle Delaware Holding Company LLC (4248), American Eagle Palmer Park LLC (d/b/a Lark Springs) (5908), American Eagle Tuskawilla LLC (d/b/a Palmetto Landing) (9489), American Eagle Leesburg AL LLC (d/b/a Vista Lake) (6258), American Eagle Brandon LLC (d/b/a Aldea Green) (6168), American Eagle Leesburg MC LLC (d/b/a Vista Lake) (7577), American Eagle Venice Island LLC (d/b/a Maris Pointe) (1695), American Eagle Titusville LLC (d/b/a Crescent Wood) (7210), American Eagle Island Lake LLC (d/b/a Cascade Heights) (1975), American Eagle Eau Gallie LLC (d/b/a Greenwood Place) (1483), American Eagle Owatonna AL LLC (d/b/a Timberdale Trace) (0555), American Eagle Hanceville LLC (d/b/a Monarch Place) (8173), American Eagle Ravenna LLC (d/b/a Vista Veranda) (9216), American Eagle Newark LLC (d/b/a Hearth Brook) (7125), American Eagle Kingston LLC (d/b/a Sycamore Springs) (4882), American Eagle Hendersonville LLC (d/b/a Red Cedar Glen) (3669), and American Eagle Pleasant Prairie LLC (d/b/a Robin Way) (9483). The Debtors' mailing address is American Eagle Delaware Holding Company LLC, c/o American Eagle Lifecare Corporation, 3819 Hawk Crest Rd., Ann Arbor, MI 48103.

of Certain of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) Authorizing the Assumption and Assignment of Contracts and Leases, and (C) Granting Related Relief [Docket No. 65] (the “**Sale Motion**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

2. On February 11, 2022, the Court entered the *Order (I) Approving Bid Procedures in Connection with the Potential Sale of Certain of the Debtors' Assets, (II) Scheduling an Auction and a Sale Hearing, (III) Approving the Form and Manner of Notice Thereof, (IV) Approving Procedures for Entry Into Stalking Horse Agreement, (V) Approving Procedures for the Assumption and Assignment of Contracts and Leases, and (VI) Granting Related Relief* [Docket No. 146] (the “**Bid Procedures Order**”)².

3. Pursuant to the Bid Procedures Order, the deadline to object to approval of the Sale Motion was March 24, 2022 at 4:00 p.m. (ET), an auction was scheduled for March 31, 2021 (the “**Auction**”), and a hearing on the Sale Motion was scheduled for April 7, 2022 (the “**Sale Hearing**”).

4. At the conclusion of the Auction, the Debtors selected Illuminate HC, LLC as the successful bidder (the “**Successful Bidder**”), as identified in the *Notice of Successful Bidder* [Docket No. 279] filed with the Court on March 31, 2022.

5. On April 5, 2022 the Debtors filed the *Declaration of Kyle Hallion in Support of Motion of Debtors for Entry of an Order (A) Approving the Sale of Certain of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) Authorizing the Assumption and Assignment of Contracts and Leases, and (C) Granting Related Relief* [Docket No. 281] in support of the Sale with the Court.

² Capitalized terms used but not otherwise defined shall have the meanings ascribed to them in the Bid Procedures Order.

6. The Debtors received informal comments to the proposed form of order approving the Sale Motion from the Successful Bidder and Bond Trustee and Master Trustee.

7. On April 6, 2022, the Debtors filed with the Court a revised proposed form of order approving the Sale Motion (the “**Proposed Order**”) under a notice [Docket No. 284] in accordance with the comments received.

8. On April 7, 2022, the Sale Hearing was held before the Court for approval of the Sale. The Court advised the parties of further comments to the Proposed Order as set forth on the record at the Sale Hearing.

9. Attached hereto as Exhibit A is a further revised proposed form of order approving the Sale (the “**Revised Order**”) prepared by the Debtors, in consultation with the applicable responding parties, which incorporates the comments received from the Court. For the convenience of the Court and other interested parties, a blackline comparison of the Revised Order against the Proposed Order is attached hereto as Exhibit B.

10. Accordingly, the Debtors respectfully request that the Court enter the Revised Order, attached hereto as Exhibit A, at the earliest convenience of the Court.

Dated: April 7, 2022
Wilmington, Delaware

POLSINELLI PC

/s/ Shanti M. Katona

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